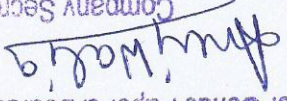


Corporate Governance Report for the Quarter ended 31.03.2016

1. Name of Listed Entity : Genus Paper and Boards Limited
2. Quarter ending : 31st March 2016

1. Composition of Board of Directors

Title (Mr. / Mrs.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/ e/Non-Executive/ Independent/ Nominee) ⁸	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ishtwar Chandra Agarwal	PAN(AJCPA9438P), DIN: 00011152	Executive Chairman	11.01.2012	39 Months	2	NIL	NIL
Mr.	Kailash Chandra Agarwal	PAN (ADNPA7732P), DIN : 00895365	Managing Director	11.01.2012	39 Months	2	2	NIL
Mr.	Rameshwar Pareek	PAN (ABPTP0939D), DIN: 00014224	Independent Non Executive Director	01.08.2014	20 Months	4	5	1
Mr.	Rajendra Aggarwal	PAN (ABQPA0806R), DIN: 07036881	Independent Non Executive Director	30.04.2015	12 Months	1	NIL	NIL
Mr.	Bhairon Singh Solanki	PAN (ABJPS7305L) DIN: 00012141	Independent Non Executive Director	01.08.2014	20 Months	2	4	NIL
Mr.	Himanshu Agarwal	PAN (ADNPA8872A) DIN: 00065185	Executive Director	11.01.2012	39 Months	1	2	1
Mr.	Udit Agarwal	PAN (AFQPA7335D) DIN: 02820615	Independent Non Executive Director	01.08.2014	20 Months	2	2	2

For Genus Paper & Boards Ltd.

 Company Secretary

Mr. Surya Prakash Sinha	PAN (AEHP57479G) DIN: 06530766	Executive Director	12.10.2015	6 Months	NIL	NIL	NIL
Mrs. Anu Sharma	PAN (BSHPS0285B) DIN: 07301904	Non Executive Director	12.10.2015	6 Months	NIL	NIL	NIL

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁸Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees							
Name of Committee	Name of Committee members			Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵			
1. Audit Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki. Sh. Kailash Chandra Agarwal			Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Executive Promoter Director)			
2. Nomination & Remuneration Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki.			Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)			
3. Stakeholders Relationship Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki.			Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)			
4. Corporate Social Responsibility (CSR) Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Kailash Chandra Agarwal Sh. Himanshu Agarwal			Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Executive Promoter Director) Member (Executive Promoter Director)			

⁸Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14.11.2015	11.02.2016	89 days	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee:- 11.02.2016	Yes	Audit Committee :- 09.11.2015	92 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions		
Subject		Compliance status (Yes/No/N.A.)refer note below
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Note		
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2. If status is "No" details of non-compliance may be given here.		

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee : YES	
b. Nomination & remuneration committee :YES	
c. Stakeholders relationship committee :YES	
d. Risk management committee (applicable to the top 100 listed entities) : NO	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES	

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Genus Paper & Boards Ltd.

Mr. Anuj Ahluwalia

Company Secretary & Compliance Officer

Anuj Ahluwalia
Company Secretary

Place: Moradabad

Date: 06.04.2016

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.